SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| VanderLind Gary | | | 2. Date of Event Requiring States (Month/Day/Yea 02/01/2019 | ment | 3. Issuer Name and Ticker or Trading Symbol <u>GOODYEAR TIRE & RUBBER CO /OH/</u> [GT] | | | | | |
|---|--|--|---|---|---|--|---|--|---|--|
| (Last) 200 INNOV | | | - | | 4. Relationship of Reporting Perso (Check all applicable) Director | 10% Owne | er (Mo | 5. If Amendment, Date of Original Filed (Month/Day/Year) | | |
| | | | - | | X Officer (give title below) | Other (spe below) | | ndividual or Join blicable Line) | t/Group Filing (Check | |
| (Street) | OU | 44210 | | | SR VP Global Human | Resources | 2 | - | y One Reporting Person | |
| AKRON | OH | 44316 | - | | | | | Form filed b Reporting P | y More than One erson | |
| (City) | (State) | (Zip) | | | | | | | | |
| | | | Table I - Noi | n-Derivati | ive Securities Beneficial | y Owned | | | | |
| 1. Title of Security (Instr. 4) | | | | | Amount of Securities eneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | | 4. Nature of Indirect Beneficial Ownership (Instr. 5) | | |
| Common Stock | | | | 2,863 D | | | | | | |
| Common Sto | ock | | | | 2,863 | D | | | | |
| Common Sto | ock | | | | 2,863 Securities Beneficially nts, options, convertible | Owned | s) | | | |
| | ock ivative Security (I | | | lls, warrai | e Securities Beneficially | Owned securities | 4. Conversion or Exercise | Form: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | |
| | | | (e.g., puts, cal 2. Date Exerce Expiration D | lls, warrai | e Securities Beneficially nts, options, convertible 3. Title and Amount of Securi Underlying Derivative Securit | Owned securities | 4. Conversion | Ownership | Beneficial Ownership | |
| | ivative Security (I | | (e.g., puts, cal 2. Date Exerr Expiration D (Month/Day/) Date | IIS, Warrai | e Securities Beneficially nts, options, convertible 3. Title and Amount of Securi Underlying Derivative Securit | Owned securities ties y (Instr. 4) Amount or Number of | 4. Conversion or Exercise Price of Derivative | Ownership Form: Direct (D) or Indirect | Beneficial Ownership | |
| 1. Title of Deri | ivative Security (I ption ⁽¹⁾ | | (e.g., puts, cal 2. Date Exerce Expiration D (Month/Day/) Date Exercisable | IIS, WARRAI | e Securities Beneficially nts, options, convertible 3. Title and Amount of Securi Underlying Derivative Securit | Owned securities ties y (Instr. 4) Amount or Number of Shares | 4. Conversion or Exercise Price of Derivative Security | Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | Beneficial Ownership | |
| 1. Title of Deri 2008 Plan O | ivative Security (I ption ⁽¹⁾ | | (e.g., puts, cal 2. Date Exerc Expiration D (Month/Day/) Date Exercisable 02/22/2015 | Expiration 02/22/2021 | Securities Beneficially nts, options, convertible 3. Title and Amount of Securi Underlying Derivative Securit Title Common Stock | Owned securities ties y (Instr. 4) Amount or Number of Shares 3,039 | 4. Conversion or Exercise Price of Derivative Security 13.91 | Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | Beneficial Ownership | |
| 1. Title of Deri 2008 Plan O 2008 Plan O 2008 Plan O | ivative Security (I ption ⁽¹⁾ | nstr. 4) | (e.g., puts, cal 2. Date Exerr Expiration D (Month/Day/) Date Exercisable 02/22/2015 02/27/2016 | Expiration Date 02/22/2021 | Securities Beneficially nts, options, convertible 3. Title and Amount of Securi Underlying Derivative Securit Title Common Stock Common Stock | Owned securities ties y (Instr. 4) Amount or Number of Shares 3,039 3,296 | 4. Conversion or Exercise Price of Derivative Security 13.91 12.94 | Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | Beneficial Ownership | |
| 1. Title of Deri 2008 Plan O 2008 Plan O 2008 Plan O 2008 Plan O 2013 Plan R | ivative Security (I ption ⁽¹⁾ ption ⁽¹⁾ | nstr. 4) Units ⁽²⁾ | (e.g., puts, cal 2. Date Exercise Expiration D (Month/Day/) Date Exercisable 02/22/2015 02/27/2016 02/28/2017 | Expiration Date 02/22/2021 02/27/2022 | Securities Beneficially nts, options, convertible 3. Title and Amount of Securi Underlying Derivative Securit Title Common Stock Common Stock Common Stock | Owned securities ties y (Instr. 4) Amount or Number of Shares 3,039 3,296 3,517 | 4. Conversion or Exercise Price of Derivative Security 13.91 12.94 12.98 | Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D D D | Beneficial Ownership | |
| 1. Title of Deri 2008 Plan O 2008 Plan O 2008 Plan O 2013 Plan R 2013 Plan R | ivative Security (I ption ⁽¹⁾ ption ⁽¹⁾ estricted Stock | nstr. 4) Units ⁽²⁾ Units ⁽²⁾ | (e.g., puts, cal 2. Date Exerce Expiration D Date Exercisable 02/22/2015 02/27/2016 02/28/2017 (3) | Expiration Date 02/22/2021 02/28/2023 (3) | Securities Beneficially nts, options, convertible 3. Title and Amount of Securi Underlying Derivative Securit Title Common Stock Common Stock Common Stock Common Stock | Amount or Number of Shares 3,039 3,296 3,517 514 | 4. Conversion or Exercise Price of Derivative Security 13.91 12.94 12.98 (3) | Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D D D | Beneficial Ownership | |

Explanation of Responses:

1. Non-Qualified Stock Option in respect of shares of common stock granted under the 2008 Performance Plan.

2. Restricted Stock Units, each equivalent to a share of common stock, granted under the 2013 Performance Plan.

3. The Restricted Stock Units vest and convert into shares of common stock on February 22, 2019.

4. The Restricted Stock Units vest and convert into shares of common stock on August 2, 2019.

5. The Restricted Stock Units vest and convert into shares of common stock on February 27, 2020.

6. Restricted Stock Units, each equivalent to a share of common stock, granted under the 2017 Performance Plan.

7. The Restricted Stock Units vest and convert into shares of common stock on February 26, 2021.

Remarks:

/s/ Daniel T Young, signing as an attorney-in-fact and agent duly authorized to execute this Form 3 on behalf of Gary 02/06/2019 VanderLind pursuant to a Power of Attorney dated 1/14/19, a copy of which is filed herewith

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

KNOW BY ALL THESE PRESENTS, that the undersigned, Gary VanderLind, hereby constitutes and appoints David L Bialosky, Daniel T Young and David E Phillips, and each of them, his true and lawful attorneys-in-fact to: (1) execute for and on behalf of the undersigned Securities and Exchange Commission Forms 3, 4 and 5 for filing from time to time with the Securities and Exchange Commission pursuant to and in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), and the rules and regulations promulgated from time to time thereunder; (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the timely filing of any and all Forms 3, 4 and 5 which are required to be filed, or which would be appropriately filed, by the undersigned with the United States Securities and Exchange Commission, The Nasdaq Stock Market LLC and any other authority in order to comply with Section 16 of the Act; and (3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorneys-in-fact and agents, or any of them, may be of benefit to, in the best interest of, or legally required by, the undersigned; it being understood that each document executed by any such attorney-in-fact and agent on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact and agent may, in the exercise of his or her sole discretion, approve.

The undersigned hereby grants to each such attorney-in-fact and agent full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done, in the exercise of any of the rights and powers herein granted; and the undersigned hereby ratifies and confirms all that such attorneys-in-fact and agents, or any of them, shall lawfully do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact and agents, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with, or any other liability under, Section 16 of the Act.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed on this 14th day of January, 2019.

/s/ Gary VanderLind

Gary VanderLind